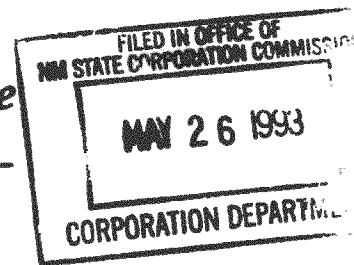


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State of Delaware
Office of the Secretary of State



I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF WESTERN ROCK PRODUCTS, INC., A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING CERRILLOS LAND COMPANY AND SFP MINERALS CORPORATION CORPORATIONS ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF MARCH, A.D. 1993, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.

* * * * *



William T. Quillen
 William T. Quillen, Secretary of State

AUTHENTICATION: *3905561

DATE: 05/20/1993

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 03/24/1993
723063049 - 2040074

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
CERRILLOS LAND COMPANY AND
SFP MINERALS CORPORATION
INTO
WESTERN ROCK PRODUCTS, INC.
(Pursuant to Section 253 of the
General Corporation Law of Delaware)**

Western Rock Products, Inc., a Delaware corporation (the "Corporation")
does hereby certify as follows:


FIRST: That the Corporation is incorporated and duly organized pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns (i) all of the outstanding shares of the capital stock of Cerrillos Land Company, a Delaware corporation and (ii) all of the outstanding shares of the capital stock of SFP Minerals Corporation, a Delaware corporation.

THIRD: That attached as Exhibit A to this Certificate is a true, correct and complete copy of the resolutions approving the merger of Cerrillos Land Company and SFP Minerals Corporation into the Corporation which resolutions were duly adopted by Unanimous Consent of the Board of Directors of the Corporation on March 22, 1993.


IN WITNESS WHEREOF, Western Rock Products, Inc. has caused this Certificate of Ownership and Merger to be signed by its President and attested by its Secretary, and its corporate seal to be affixed, this 23rd day of March, 1993.

WESTERN ROCK PRODUCTS, INC.

By: 
President

(SEAL)

ATTEST:

By: 
Secretary

MAY 26 1993

STATE OF NEW MEXICO)
) SS.
COUNTY OF BERNALILLO)

I Debbie A. Larson, a notary public, do hereby certify that on the 23rd day of March, 1993, personally appeared before me M. P. Juszli, who being by me first duly sworn, declared that he is the President of Western Rock Products, Inc., that he executed the foregoing document as President of the corporation, and that the statements therein contained are true.

Debbie A. Larson
Notary Public

My commission expires:

August 9, 1994

**UNANIMOUS CONSENT OF DIRECTORS
OF
WESTERN ROCK PRODUCTS, INC.**

In accordance with the provisions of Section 141(f) of the General Corporation Law of the State of Delaware, the undersigned, being all of the Directors of Santa Fe Pacific Minerals Corporation, a Delaware corporation (the "Corporation"), hereby adopt and consent to the following resolutions:

WHEREAS, Cerrillos Land Company, a Delaware corporation ("Cerrillos"), has issued and outstanding 100 shares of common stock, all of which stock is owned by the Corporation;

WHEREAS, SFP Minerals Corporation, a Delaware corporation ("SFP Minerals") has issued and outstanding 100 shares of common stock, all of which stock is owned by the Corporation;

WHEREAS, it is deemed advisable and in the best interests of the Corporation to have both Cerrillos and SFP Minerals merge with and into the Corporation so that the Corporation is the surviving corporation and to have the Corporation assume all of the rights, properties, interests, liabilities and obligations of Cerrillos and of SFP Minerals; and

WHEREAS, the merger of Cerrillos and SFP Minerals with and into the Corporation is intended to and will qualify as a complete liquidation of Cerrillos and of SFP Minerals into the Corporation under Sections 332 and 337 of the Internal Revenue Code of 1986, as amended;

NOW THEREFORE, IT IS RESOLVED, that each of Cerrillos and SFP Minerals be merged with and into the Corporation so that the Corporation is the surviving corporation and that the Corporation shall assume all of the rights, properties, interests, liabilities and obligations of Cerrillos and of SFP Minerals, all in accordance with the provisions of Section 253 of the General Corporation Law of the State of Delaware;

FURTHER RESOLVED, the merger of Cerrillos and SFP Minerals with and into the Corporation shall be effective upon its filing date as permitted by the provisions of Section 103 of the General Corporation Law of the State of Delaware;

FURTHER RESOLVED, that the President or any Vice President and the Secretary or any Assistant Secretary of the Corporation are hereby authorized and directed to execute, acknowledge and file in accordance with the provisions of Section 103 of the General Corporation Law of the State of Delaware a certificate of ownership and merger as prescribed by the provisions of Section 253 of the General Corporation Law of the State of Delaware;

FURTHER RESOLVED, that pursuant to the provisions of Section 251(d) of the General Corporation Law of the State of Delaware, the Corporation's Board of Directors may abandon the merger of Cerrillos and SFP Minerals into the Corporation, if the Board of Directors determines in its sole discretion that consummation of the merger would not be in the best interests of the Corporation; and

FURTHER RESOLVED, that the proper officers of the Corporation are authorized in the name and on behalf of the Corporation to take or cause to be taken any and all such other actions, to make, execute, acknowledge, verify and deliver all such further agreements, instruments, documents and certificates, to pay all such fees and expenses and to do all such other acts and things as may, in the judgement of any of said officers, be necessary to carry out the purposes of these resolutions.

IN WITNESS WHEREOF, we have hereunto affixed our signatures this 22nd day of March, 1993.



R. T. Zitting



M. P. Juszli



R. G. O'Brien



A. L. Smith



P. F. Weber

(SEAL)

ATTEST:



Secretary

. MERGER AGREEMENT
AND IRREVOCABLE APPOINTMENT OF THE
SECRETARY OF STATE OF NEW MEXICO AS AGENT
FOR SERVICE OF PROCESS

WESTERN ROCK PRODUCTS, INC.

(NAME OF SURVIVING CORPORATION)

CERRILLOS LAND COMPANY

(NAME OF AFFECTED CORPORATION(S) MERGED OUT IN NEW MEXICO)

PURSUANT TO SECTION 53-18-1 NMSA 1978 OF THE NEW MEXICO BUSINESS CORPORATION ACT, THE COMMISSION HAS THE POWER AND AUTHORITY REASONABLY NECESSARY TO ENABLE IT TO ADMINISTER THE BUSINESS CORPORATION ACT [53-11-1 TO 53-18-12 NMSA 1978] EFFICIENTLY AND TO PERFORM THE DUTIES THEREIN IMPOSED UPON IT. THEREFORE, THIS COMMISSION HEREBY REQUIRES THAT CONCURRENT WITH THE FILING OF THIS MERGER AGREEMENT BY THE SURVIVING CORPORATION THAT SURVIVING CORPORATION HEREBY IRREVOCABLY APPOINT THE SECRETARY OF STATE OF NEW MEXICO AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS IN ANY PROCEEDING ON BEHALF OF THE MERGED OUT CORPORATION(S) AFFECTED IN NEW MEXICO.

THE NAME AND ADDRESS OF THE SURVIVING CORPORATION ACCEPTING THE SERVICE OF PROCESS IS:

NAME: WESTERN ROCK PRODUCTS, INC.

ADDRESS: P.O. Box 27019

CITY-STATE-ZIP CODE: Albuquerque, NM 87125

DATE: May 14, 1993

BY: 

TITLE: Secretary

NMSCC-CD
FMG AGREEMENT
(2/92)

(N.M. - 629 - 5/19/92)

MAY 26 1993